

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	x	
	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>PHOENIX SERVICES TOPCO, LLC, et al.,</b>	:	<b>Case No. 22-10906 (MFW)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	x	<b>Re: Docket No. _____</b>

**ORDER (I) AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY  
CONTRACT WITH LATROBE SPECIALTY STEEL COMPANY,  
(II) AUTHORIZING THE SALE OF NON-CORE ASSETS  
AND (III) GRANTING RELATED RELIEF**

Upon the motion, dated June 5, 2023 (the “**Motion**”)<sup>2</sup> of Phoenix Services Topco, LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order authorizing and approving (I) the rejection of the Rejected Contract, effective as of the Rejection Date, (II) the sale of Non-Core Assets, all as more fully set forth in the Motion, and (III) related relief; this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Phoenix Services Topco, LLC (4517); Phoenix Services Parent, LLC (8023); Phoenix Services Holdings Corp. (1330); Phoenix Services International LLC (6493); Metal Services LLC (8793); Terracentric Materials LLC (0673); Cool Springs LLC (8687); Metal Services Investment LLC (2924); and Phoenix Receivables, LLC (not applicable). The Debtors’ mailing address is 4 Radnor Corporate Center, Suite 520, 100 Matsonford Road, Radnor, Pennsylvania 19087.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing, if necessary, to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, if any; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. All objections to the Motion, if any, have been withdrawn, waived or settled, and all reservations of rights included therein, if any are hereby overruled on the merits with prejudice.
3. The Rejected Contract, identified on **Exhibit 1** attached to this Order, is hereby rejected by the Debtors effective as of the Rejection Date.
4. Any claims arising from the rejection of the Rejected Contract by the Debtors must be filed in accordance with the *Order (I) Establishing a General Bar Date to File Proofs of Claim, (II) Establishing a Bar Date to File Proofs of Claim by Governmental Units, (III) Establishing an Amended Schedules Bar Date, (IV) Establishing a Rejection Damages Bar Date, (V) Approving the Form and Manner for Filing Proofs of Claim, (VI) Approving the Form and Manner of Notice of Bar Dates, and (VII) Granting Related Relief* (Docket No. 193) by no

later than **5:00 p.m. (Eastern Time) on the date that is 30 days after the date of service of this Order.**

5. Nothing contained in the Motion or this Order is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors or any lien satisfied pursuant to this Motion, (b) an agreement or obligation to pay any claims, (c) a waiver of any claims or causes of action that may exist against any creditor, interest holder, or the counterparties to the Rejected Contract arising under, or independently of, the Rejected Contract, (d) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, (e) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law, or (f) an approval, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code except as expressly set forth herein.

6. Nothing herein shall prejudice the rights of the Debtors to argue that the Rejected Contract was terminated prior to the Rejection Date or that any claim for damages arising from the rejection of the Rejected Contract is limited to the remedies available under any applicable termination provision of such contract, as applicable, or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

7. This Order shall be binding upon the Debtors, the Debtors' estates, any subsequently appointed trustees in these chapter 11 cases or upon a conversion of these chapter 11 cases to cases under chapter 7, and all holders of claims or Liens against the Non-Core Assets.

8. The conditions of section 363(f) of the Bankruptcy Code have been satisfied in full; therefore, the Debtors are authorized to sell the Non-Core Assets pursuant to sections 105(a), 363(b) and 363(f) of the Bankruptcy Code to Carpenter Technology. The sale of the Non-Core Assets, including the transfer of title of the Non-Core Assets, shall be free and clear of any

Liens with such Liens to attach to the proceeds of such sale with the same order of priority, validity, force and effect and subject to all of the defenses and counterclaims, that they had prior to such sale. Furthermore, after the sale of the Non-Core Assets to Carpenter Technology, Carpenter Technology shall take title to and possession of the Non-Core Assets free and clear of all Liens.

9. The sale of the Non-Core Assets to Carpenter Technology shall be deemed an arm's length transaction entitled to the protections of section 363(m) of the Bankruptcy Code. The purchase price for the sale of the Non-Core Assets is fair and reasonable and, therefore, may not be avoided under section 363(n) of the Bankruptcy Code.

10. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order, including, without limitation, entering into any agreements, bills of sale or other documents necessary to consummate the sale of the Non-Core Assets to Carpenter Technology.

11. Under the circumstances, notice of the Motion as provided therein shall be deemed good and sufficient and satisfies the requirements of Bankruptcy Rule 6004(a) and the Local Rules.

12. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**Exhibit 1****Rejected Contract**

#	Counterparty	Counterparty Address	Description / Title	Debtor Counterparty	Rejection Date
1.	Latrobe Specialty Steel Company	2626 Ligonier Street P.O. Box 31 Latrobe, PA 15650	Slag Handling, Metallic Reclamation and Slag Sorting Agreement (as may be amended and restated)	Metal Services LLC d/b/a Phoenix Services LLC	June 9, 2023

**Exhibit 2**

**List of Non-Core Assets**

<b><u>Equipment Description</u></b>	<b><u>Phoenix Asset Number</u></b>	<b><u>Facility</u></b>	<b><u>Location</u></b>
Pot Carrier Attachment	AC0008	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Excavator Bucket	BE0003	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Excavator Bucket	BE0013	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Maintenance Trailer	BM0004	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Slag Building	BM0005	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Maintenance Building	BM0009	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Office Trailer	BT0006	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Drop Ball Crane	CC0043	Latrobe	2626 Ligonier St, Latrobe, PA 15650
5 Ton Dropball	DB0040	Latrobe	2626 Ligonier St, Latrobe, PA 15650
CAT 326FL Excavator	ET0079	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Baghouse	EV0003	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Clark Forklift	FL0005	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Hangcha Forklift	FL0086	Latrobe	2626 Ligonier St, Latrobe, PA 15650
CAT 980 Wheel Loader	LR0022	Latrobe	2626 Ligonier St, Latrobe, PA 15650
CAT 950 Wheel Loader	LR0026	Latrobe	2626 Ligonier St, Latrobe, PA 15650
CAT 980 Wheel Loader	LR0036	Latrobe	2626 Ligonier St, Latrobe, PA 15650
CAT 980 Wheel Loader	LR0049	Latrobe	2626 Ligonier St, Latrobe, PA 15650
CAT 246D Skid Steer	LS0044	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Skyjack Boom Lift	ML0003	Latrobe	2626 Ligonier St, Latrobe, PA 15650
53" Magnet	MS0073	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Pressure Washer	PW0055	Latrobe	2626 Ligonier St, Latrobe, PA 15650



<b><u>Equipment Description</u></b>	<b><u>Phoenix Asset Number</u></b>	<b><u>Facility</u></b>	<b><u>Location</u></b>
Niton XL3t	QA0011	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Niton XL3t	QA0038	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Truck Scale	ST0005	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Tymco 600 BAH Sweeper Truck	SW0022	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Roll off Container	SX0003	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Rolloff Box	SX0061	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Rolloff Box	SX0062	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Rolloff Box	SX0063	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Rolloff Box	SX0064	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Rolloff Box	SX0065	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Rolloff Box	SX0066	Latrobe	2626 Ligonier St, Latrobe, PA 15650
F750 Ford Maintenance Truck	TM0136	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Western Star Roll Off Truck	TR0242	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Flat Bed Trailer	TT0114	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Freightliner Water Truck	TW0006	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Gator Cart	VU0005	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Miller Welder	WD0053	Latrobe	2626 Ligonier St, Latrobe, PA 15650
Processing Plant	XF0006	Latrobe	2626 Ligonier St, Latrobe, PA 15650